

EXHIBIT C

**DECLARATION OF MARC A. LEVINSON
IN SUPPORT OF
ORRICK, HERRINGTON & SUTCLIFFE LLP'S
FIRST INTERIM FEE APPLICATION
(JUNE 1, 2006 THROUGH JULY 31, 2006)**



Official Committee of Equity Security Holders of
USA Capital Diversified Trust Deed Fund, LLC
1112 Worthen Circle
Las Vegas, NV 89145
Attn: Robert G. Worthen
Chair

August 24, 2006
Client No. 17908
Invoice No. 1027700

Orrick Contact: Marc A. Levinson

FOR SERVICES RENDERED through July 31, 2006 in connection with
the matters described on the attached pages:

\$ 225,438.00

DISBURSEMENTS as per attached pages:

4,165.35

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 229,603.35

Matter(s): 17908/2 – USA Capital Diversified Trust Fund Commi

DUE UPON RECEIPT

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
File 72887 P.O. Box 61000
San Francisco, CA 94161-2887
Reference: 17908/ Invoice: 1027700
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
c/o Bank of America, File #72887
1455 Market Street, 21st Floor
San Francisco, CA 94103
(415) 436-4300*

**ELECTRONIC FUNDS
TRANSFERS:**

Wire Transfers Only:

*ABA Number 0260-0959-3
Bank of America
100 West 33rd Street, NY, NY 10001
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499-4-10382
Reference: 17908/ Invoice: 1027700
E.I.N. 94-2952627*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH Transfers Only:

*ABA Number 121-000358
Bank of America
San Francisco Main Branch
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499-4-10382
Reference: 17908/ Invoice: 1027700
E.I.N. 94-2952627*



Official Committee of Equity Security Holders of
 USA Capital Diversified Trust Deed Fund, LLC
 1112 Worthen Circle
 Las Vegas, NV 89145
 Attn: Robert G. Worthen
 Chair

August 24, 2006
 Client No. 17908
 Invoice No. 1027700

Orrick Contact: Marc A. Levinson

For Legal Services Rendered Through July 31, 2006 in Connection With:

Matter: 2 - USA Capital Diversified Trust Fund Committee

PHASE B100 – ADMINISTRATION

Task B110 – Case Administration

07/01/06	M. Levinson	Review numerous email memoranda from the prior week in preparation for next week (.40); review the proposed form of order approving continued use of cash through August 6th, review the E. Karasik and A. Loraditch comments thereto and send a brief follow-up email memorandum to E. Karasik (.20); email memorandum to all hands with my comments to the draft order (.20).	0.80	448.00
07/03/06	M. Levinson	Review the draft four-committee due diligence request sent by C. Pajak and the A. Loraditch comments to the same (.40); initial review of the C. Carlyon revised draft thereof (.20); telephone conversation with A. Loraditch re next steps with respect to the same and re case administration matters (.20); telephone conversation with S. Strong re a number of case status matters (.10).	0.90	504.00
07/05/06	M. Levinson	Review a series of C. Carlyon and A. Landis email memoranda re details about the upcoming 341 meeting.	0.10	56.00
07/05/06	L. Ernce	Review series of email exchanges re due diligence request list to debtors.	0.20	93.00
07/05/06	M. Levinson	Review C. Carlyon and R. Charles proposed changes to the omnibus document production request (.20); review a series of C. Harvick and J. Hermann follow-up email memoranda re the document production request (.20).	0.40	224.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 2

August 24, 2006
Invoice No. 1027700

07/06/06	M. Levinson	Review G. Gordon and A. Landis email memoranda re arrangements for next week's 341 meeting.	0.10	56.00
07/06/06	L. Ernce	Telephone conference with A. Parlen re status of joint defense/common interest agreement.	0.10	46.50
07/06/06	L. Ernce	Review email from A. Parlen re status of signature on stipulation re revised briefing schedule for July 25 hearing and telephone conference with A. Parlen re same (.10); revise and sign stipulation (.10); review and sign stipulation continuing hearing and briefing on interim fee procedures motion (.10).	0.30	139.50
07/06/06	L. Ernce	Telephone conference with S. Smith at FTI re status of M. Tucker signature on joint defense agreement and email to S. Smith re same.	0.10	46.50
07/06/06	L. Ernce	Exchange email with A. Loraditch re case administration matters related to electronic notices.	0.10	46.50
07/07/06	L. Ernce	Email memo to A. Loraditch re joint defense agreement.	0.10	46.50
07/08/06	M. Levinson	Review countless email memoranda from last week covering a wide range of topics in preparation for the upcoming week, including the July 10th all-hands call, the July 10th Diversified Committee conference call and the July 11th all-hands meeting in Las Vegas.	0.80	448.00
07/10/06	M. Levinson	Telephone conversation with A. Loraditch re upcoming meetings and next steps.	0.10	56.00
07/10/06	L. Ernce	Conference call with Diversified professionals team in advance of weekly conference call (.70); review next version of document request and due diligence list from C. Pajak (.20); review email from M. Schmahl re G. Kantor's signed confidentiality agreement and review M. Levinson response (.10); draft email memo to debtors' counsel re G. Kantor's signature on confidentiality agreement and his intent to attend tomorrow's meetings (.10); review email from C. Pajak to debtors' counsel with final version of due diligence list and follow-up emails re same (.20).	1.30	604.50



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 3

August 24, 2006
Invoice No. 1027700

07/10/06	J. Hermann	Review and analysis of due diligence list and consideration and analysis of whether additional categories should be added.	0.40	228.00
07/11/06	M. Levinson	Two lengthy voicemail messages to A. Loraditch re tomorrow's 341 meeting.	0.10	56.00
07/11/06	L. Ernce	Review draft proposed order canceling proof of claim deadlines.	0.10	46.50
07/12/06	M. Levinson	Two voicemail messages to A. Loraditch re the upcoming 341 meeting and review A. Loraditch email memorandum re the same (.10); portion of the very long telephone conversation with J. Hermann, L. Ernce and A. Loraditch devoted to case administration and status matters (.30).	0.40	224.00
07/12/06	L. Ernce	Review electronic notices (.10); review draft stipulation extending time for response to cash management motion and related emails (.20).	0.30	139.50
07/12/06	L. Ernce	Exchange emails with A. Parlen re status of joint defense/common interest agreement.	0.10	46.50
07/13/06	M. Levinson	Voicemail message from and telephone conversation with S. Strong re the debtors providing certain DTDF documents to third parties (.10); initial review of L. Schwartzer email memorandum re the status of various proposed forms of order and initial review of prior email memoranda re such orders (.20); review A. Landis response to the L. Schwartzer email memorandum and review the various signed orders attached to such response (.10).	0.40	224.00
07/13/06	L. Ernce	Review multiple electronic filing notices received today (.20); review next version of stipulation extending time to response to cash management motion and distribution motion (.10).	0.30	139.50
07/14/06	L. Ernce	Attention to case administration matters.	0.30	139.50
07/15/06	M. Levinson	Review the several drafts of the order approving the use of cash through August 6th, review various email memoranda re the same, and email L. Schwartzer, E. Karasik and others re the same and re next steps (.20); review the draft order extending the response date with respect to the distribution and use of cash motions and email to all hands with my thoughts on the same (.20).	0.40	224.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 4

August 24, 2006
Invoice No. 1027700

07/16/06	M. Levinson	Review the final version of the all-committees' request for production of documents and forward the same to C. Harvick and M. Tucker under cover of an email memorandum.	0.20	112.00
07/17/06	M. Levinson	Review E. Karasik, G. Gordon, R. Charles and other email memoranda re the form of order extending the time to respond to the various motions to be heard on August 4th and exchange a series of email memoranda with L. Ernce re the Diversified Committee's approval of the same.	0.20	112.00
07/17/06	L. Ernce	Review detailed voicemail from M. Levinson and email from M. Levinson re case status matters (.10); review multiple electronic notices (.20).	0.30	139.50
07/17/06	L. Ernce	Review emails and revised draft stipulation extending time for responses to matters on calendar for August 4 (.10); email to M. Levinson re same and sign stipulation (.10).	0.20	93.00
07/17/06	L. Ernce	Review emails requesting status of debtors' response to joint committees' due diligence request and review latest version of request.	0.20	93.00
07/17/06	L. Ernce	Review online docket and calendar re July 25th hearing agenda and exchange emails with A. Loraditch re same.	0.20	93.00
07/18/06	M. Levinson	Email memorandum to M. Kehl re Orrick's past and projected fees in response to his email memorandum requesting such information for the budget, review A. Loraditch email memorandum to M. Kehl re the Beckley fees and M. Tucker email memorandum re the FTI fees (.20); review lengthy A. Loraditch email memorandum re the matters on calendar for July 25th (.10).	0.30	168.00
07/19/06	M. Levinson	Telephone conversation with M. Tucker and C. Harvick re sharing information with the USA Mortgage committee financial advisor (.10); telephone conversation with M. Tucker and A. Loraditch re the same (.20).	0.30	168.00
07/20/06	L. Ernce	Review electronic filing notices received today (.10); review notices of filing of pro hac vice applications for M. Levinson and L. Ernce and email to M. Levinson re same (.10); review A. Loraditch email re 2004 examination of T. Kehoe (.10).	0.30	139.50



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 5

August 24, 2006
Invoice No. 1027700

07/20/06	M. Levinson	Review A. Loraditch email memorandum re page limits on certain pleadings, email memorandum to the DTDF professionals re the same and exchange follow-up email memoranda with A. Loraditch re the same (.20); exchange email memoranda re issues raised by and responding to the motion to use cash (.10); review lengthy D. Cangelosi memorandum summarizing the 341 meeting and ruminating on various things (.10).	0.40	224.00
07/21/06	L. Ernce	Exchange emails with A. Loraditch and K. Neureiter re case administration matters related to electronic notices of filings and bankruptcy cases and division of labor to avoid duplication of efforts (.20); review multiple electronic notices received today (.30); review news article re debtors' distribution motion (.10); review email and report from D. Cangelosi re debtors' 341 meeting (.10); review news article re Hantges and emails re same (.20); review monthly operating reports filed by debtors yesterday and emails to financial advisors and legal team re same (.40); email to J. McPherson re apparent errors in docket entries and duplication of certain operating reports (.10).	1.40	651.00
07/21/06	M. Levinson	Review Las Vegas Review-Journal article on T. Hantges (.10); conference with L. Ernce re my conversation with E. Karasik, re the distribution motion and the response thereto, re the U.S. Trustee's opposition to the continued retention of Ray Quinney and re numerous other case administration matters (.30); telephone conversation with M. Tucker re much of the foregoing and re next steps (.20); review the debtors' pleading outlining the agenda for the July 25th omnibus hearing (.10).	0.70	392.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 6

August 24, 2006
Invoice No. 1027700

07/24/06	M. Levinson	Review the Las Vegas Review-Journal article on State of Nevada regulation of USA Capital and other private lenders and forward the same to the DTDF team of professionals (.10); conference with L. Ernce re numerous case administration matters (.10); telephone conversation with L. Ernce re her conversation with the First Trust Deed Fund professionals re the cash management motion and the interim compensation motion (.10); review lengthy L. Ernce email memorandum re the Standard Property Development motion for relief from stay, analysis re next steps and brief email memorandum to L. Ernce, M. Tucker and others re the same (.20); review lengthy L. Ernce email memorandum re her discussion earlier today with A. Parlen and C. Pajak re the interim fee procedures motion and the debtors' new budget (.10); review R. Charles and N. Tanner email memoranda re assisting the debtors in complying with the joint discovery request (.10); review lengthy M. Tucker email memorandum re today's call among the financial advisors and Mesirow re budget, distribution motion and other issues (.10).	0.80	448.00
07/24/06	L. Ernce	Conference with M. Levinson re case status matters and next steps (.10); review amended agenda for tomorrow's hearing and circulate same (.10).	0.20	93.00
07/24/06	L. Ernce	Review electronic notices; review notice of appointment of additional members to unsecured creditors committee; email to Diversified Committee professionals re same.	0.20	93.00
07/25/06	L. Ernce	Attend telephonically this morning's omnibus hearing (1.20); email memoranda to M. Levinson re conduct and outcome of hearing and next steps (.30).	1.50	697.50
07/25/06	J. Hermann	Participate in bankruptcy court hearings on various motions, including case status update, continued employment of debtors' professionals, form of order, etc.	1.10	627.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 7

August 24, 2006
Invoice No. 1027700

07/26/06	L. Ernce	Review electronic notices received today (.20); review news article re yesterday's hearings (.10); conference with M. Levinson re status matters (.10); telephone conference with K. Neureiter re case administration matters and her assumption of duties in my absence (.20).	0.60	279.00
07/27/06	L. Ernce	Telephone conference with K. Neureiter re various case administration matters in preparation for my absence next week.	0.20	93.00
07/27/06	L. Ernce	Exchange emails with A. Loraditch re Nevada local practice for pleadings and related matters.	0.10	46.50
07/27/06	L. Ernce	Review list of Diversified investors and modify Excel spreadsheet for use by Diversified professionals (.20); email to Diversified professionals re modified chart and related issues (.10).	0.30	139.50
07/27/06	M. Levinson	Review R. Charles email memorandum re expediting document production by the debtors in response to the joint request for production (.10); review the debtors' press release about the approval of the Investment Partners agreement (.10).	0.20	112.00
07/28/06	L. Ernce	Review electronic case notices received today.	0.20	93.00
07/28/06	L. Ernce	Review multiple special notice requests by L. Davis and exchange emails with A. Loraditch re same and related matters.	0.10	46.50
07/28/06	L. Ernce	Telephone conferences with K. Neureiter re case administration matters including reviewing and distributing notices and Diversified Committee website maintenance (.20); conference with and email memo to J. Pulliam re monitoring of Diversified email account (.10).	0.30	139.50
07/28/06	M. Levinson	Review R. Charles email memorandum to A. Jarvis asking about the debtors' intentions with respect for the motion for relief from stay by R. Weddell and Spectrum Financial and review the L. Schwartzer response thereto.	0.10	56.00
07/29/06	M. Levinson	Re-review, and, in some cases, review, countless email sent and received during the past week in preparation for the upcoming week, including those relating to the matters to be discussed during the July 31st weekly all-hands call and those matters on calendar for August 4th.	1.60	896.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 8

August 24, 2006
Invoice No. 1027700

07/31/06	K. Neureiter	Review various notices of filings throughout day for L. Ernce.	0.20	75.00
<i>B110 – Case Administration Total</i>			<i>20.60</i>	<i>10,602.00</i>
<u><i>Task B120 – Asset Analysis and Recovery</i></u>				
07/01/06	M. Levinson	Review J. Hermann, J. Gordon and S. Ostrow comments to the proposed Investment Partners order and exchange several follow-up email memoranda with J. Hermann re the same and re next steps.	0.20	112.00
07/02/06	M. Levinson	Careful review and analysis of the collateral chart prepared by C. Harvick and J. Hermann, interlineating my comments thereto (.80); review G. Gordon email memorandum containing his comments to the proposed Investment Partners order and email memorandum to J. Hermann re the same (.10).	0.90	504.00
07/03/06	M. Levinson	Telephone conversation with J. Hermann re various of the DTDF loans and the collateral for such loans (.20); exchange email memoranda with J. Hermann re the most recent DTDF prospectus, and email memorandum to E. Karasik forwarding her the June 2003 prospectus (.10); further attention to, analysis of and revisions to the collateral chart, and voicemail message and email memorandum to C. Harvick re the same (.40); review the next round of lengthy G. Gordon and J. Hermann email memoranda re the form of Investment Partners order (.10).	0.80	448.00
07/03/06	J. Hermann	Participate in exchange of email correspondence with G. Gordon and others regarding issues in connection with Investment Partners pledge agreement order and analysis of issues raised therein.	0.70	399.00
07/03/06	J. Hermann	Review and revise form of order on Investment Partners security agreement motion and review and analyze of file materials and transaction documents in connection with the same.	0.60	342.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 9

August 24, 2006
Invoice No. 1027700

07/05/06	M. Levinson	Telephone conversation with C. Harvick re investor statements and the distribution motion and re updating the chart of Diversified Fund collateral (.10); voicemail message from I. Kharasch, counsel to R. Ashby, and review the collateral chart re the various loans to R. Ashby entities in light of the same (.20); voicemail message to I. Kharasch re the same and send follow-up email memoranda to I. Kharasch and J. Hermann (.10); telephone conversation with I. Kharasch re arranging a meeting with R. Ashby and his counsel and re related matters (.30); telephone conversation with J. Hermann re the same (.10).	0.80	448.00
07/06/06	J. Hermann	Prepare further revised order approving Investment Partners motion and participate in exchange of multiple email correspondence regarding the same.	0.80	456.00
07/06/06	M. Levinson	Review a series of G. Gordon and J. Hermann email memoranda re the form of the Investment Partners order.	0.10	56.00
07/07/06	M. Levinson	Telephone conversation with J. Hermann re next steps with respect to the Ashby entities (.10); telephone conversation with L. Redman and J. Hermann re scheduling a meeting to discuss the Ashby loans (.20); series of brief follow-up email memoranda (.10); telephone conversation with R. Ashby's attorney, J. Mahoney (.20); lengthy email memorandum to T. Allison and A. Jarvis re the calls and re scheduling a meeting for July 13th (.30); telephone conversation with J. Hermann re the Investment Partners form of order and review several email memoranda re the same (.20).	1.10	616.00
07/07/06	J. Hermann	Telephone conference with M. Levinson regarding meeting with R. Ashby and calls to Pachulski, Stang and R. Ashby regarding the same.	0.20	114.00
07/09/06	M. Levinson	Follow-up email memorandum to A. Jarvis and T. Allison re arranging a meeting with L. Redman for July 13th, and follow-up email memorandum to the Diversified Committee professionals re the same and related matters.	0.20	112.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 10

August 24, 2006
Invoice No. 1027700

07/10/06	M. Levinson	Review loan statistics provided by Mesirow and telephone conversation with J. Hermann re the same (.20); review a series of E. Karasik, G. Gordon and J. Hermann email memoranda re the form of Investment Partners order (.10).	0.30	168.00
07/10/06	J. Hermann	Review and analysis of email and form of revised order approving Investment Partners security agreement motion.	0.20	114.00
07/10/06	J. Hermann	Participate in exchange of email correspondence regarding form of order on Investment Partners security agreement motion and preparation of revisions to form of order.	0.80	456.00
07/10/06	J. Hermann	Participate in exchange of email correspondence regarding form of order approving security agreement with Investment Partners and review and analysis of file materials in connection with the same.	0.40	228.00
07/10/06	L. Ernce	Review draft Investment Partners order and follow up emails re language of same (.10); review next version of Investment Partners order (.10).	0.20	93.00
07/11/06	L. Ernce	Review M. Levinson email re distribution motion issues (.10); review emails re status of attempts to set up meetings with Ashby representatives and related matters (.10).	0.20	93.00
07/11/06	L. Ernce	Review M. Tucker email and portions of debtors' loan statements and summary for Diversified Fund.	0.30	139.50
07/11/06	J. Hermann	Participate in exchange of email correspondence regarding Sheraton Hotel loan and possible source of recovery for the same and review and analysis of transaction documents in connection with the same.	0.90	513.00
07/12/06	L. Ernce	Review order on Investment Partners motion.	0.10	46.50
07/13/06	L. Ernce	Review emails re form of Investment Partners order.	0.10	46.50
07/14/06	L. Ernce	Review email and report on Ashby loans.	0.20	93.00
07/15/06	M. Levinson	Review a number of email memoranda re the status of the Investment Partners order and email memorandum to J. Hermann re the same.	0.20	112.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 11

August 24, 2006
Invoice No. 1027700

07/16/06	M. Levinson	Review various email memoranda re the status of the Investment Partners order, exchange a series of email memoranda with J. Hermann re the same and review J. Hermann's email memorandum to all counsel re the form of order.	0.20	112.00
07/17/06	M. Levinson	Review a chain of email memoranda re today's draft of the Investment Partners order and email J. Hermann re finalizing and signing the same.	0.10	56.00
07/18/06	M. Levinson	Review lengthy M. Tucker email memorandum to T. Allison re the status of various assets or potential assets of the Diversified Fund, including matters relating to Epic, to the upcoming meeting with J. Milanowski, to D. Fogg issues, among others.	0.10	56.00
07/19/06	L. Ernce	Review debtors' latest loan funding summary.	0.20	93.00
07/21/06	J. Hermann	Initial review and analysis of DTDF financial statements received from C. Harvick.	0.40	228.00
07/21/06	J. Hermann	Review and analyze monthly operating reports as they bear upon loan repayments and levels of operating expenses.	0.30	171.00
07/24/06	L. Ernce	Review M. Tucker emails reporting on call regarding budget and other financial matters.	0.20	93.00
07/25/06	M. Levinson	Long telephone conversation with M. Tucker, C. Harvick and L. Ernce re the meeting this afternoon with J. Milanowski, T. Allison, A. Jarvis, J. Hermann and others during which they discussed recovering various assets.	0.30	168.00
07/25/06	L. Ernce	Telephone conference with M. Tucker, C. Harvick and M. Levinson re today's meeting with J. Milanowski re assets and related issues.	0.30	139.50
07/25/06	L. Ernce	Review latest loan summary report prepared by debtors; circulate to Diversified professionals.	0.20	93.00
07/25/06	J. Hermann	Review and analysis of areas of inquiry for discussion with J. Milanowski and conferences with M. Tucker and A. Jarvis regarding issues in connection with the same.	0.60	342.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 12

August 24, 2006
Invoice No. 1027700

07/28/06	L. Ernce	Review files and exchange emails with M. Tucker re June 30 investor statement for Diversified and telephone conference with M. Tucker re FTI preparing loan summary.	0.30	139.50
07/31/06	J. Hermann	Participate in exchange of email correspondence regarding collection of Diversified Fund loans and information bearing upon the same and review and analysis of file materials in connection with the same.	0.40	228.00

B120 – Asset Analysis and Recovery Total 13.90 7,628.50

Task B130 – Asset Disposition & Sales

07/12/06	L. Ernce	Review revised order on Amesbury and Boise/Gowan motions.	0.10	46.50
07/15/06	M. Levinson	Review the several drafts of the order approving the sale of the Amesbury condominiums and the withdrawal of related motions, review various email memoranda re the same, sign a form of order and email it to all hands.	0.20	112.00
07/25/06	J. Hermann	Travel from bankruptcy court to USACM offices and participate in meeting with potential purchaser of assets regarding discussion of likely terms of such offer.	1.80	1,026.00

B130 – Asset Disposition & Sales Total 2.10 1,184.50

Task B152 – Meetings & Communications with other Committees

07/04/06	M. Levinson	Review exchange of S. Strong and E. Karasik email memoranda re tomorrow's all-hands conference call.	0.10	56.00
07/05/06	M. Levinson	Long conference call among the debtors and the representatives of all four committees, including professionals (.80); follow-up telephone conversation with E. Karasik (.10).	0.90	504.00
07/05/06	L. Ernce	Participate in weekly telephone conference with debtors and other committees - topics included motion to distribute funds, investor statements, status of debtors' cash and DIP financing and other matters (.80); follow-up telephone call between debtors and two fund committees to discuss distribution of funds to investors in two funds and related matters (.20).	1.00	465.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 13

August 24, 2006
Invoice No. 1027700

07/07/06	M. Levinson	Telephone conversation with J. Davidson re possible next steps (.10); telephone conversation with E. Karasik re the same, re DIP financing issues and other matters (.20).	0.30	168.00
07/10/06	M. Levinson	Exchange a series of email memoranda with G. Garman, M. Tucker, J. Hermann and others re tomorrow's meeting (.20); conference call among all four committees and the debtors re the distribution, tomorrow's meeting and other matters (.50); telephone conversation with E. Karasik re the same and re next steps (.20).	0.90	504.00
07/10/06	L. Ernce	Attend weekly conference call meeting with debtors and other committees re various status matters and issues.	0.50	232.50
07/10/06	J. Hermann	Participate in weekly debtor-sponsored conference call involving all committees on various issues, including discussion of debtors' recently filed distribution motion.	0.60	342.00
07/11/06	M. Levinson	Travel to Las Vegas for all-hands meeting and prepare en route, including reviewing the interim distribution motion, the list of DTDF loans and collateral, the recent USA Mortgage press release re the distribution motion, the D. Cangelosi email memorandum re the same and other documents (2.50); meeting with M. Tucker in preparation for the meetings, with A. Loraditch and B. Olson for part (1.20); meeting at the Golden Nugget among the debtors' professionals, the professionals for all four committees and a number of members of the various committees during which we discuss the interim distribution motion, plan alternatives, monetization of assets, and many other topics (3.20); numerous follow-up meetings thereafter, including meetings with T. Allison, A. Jarvis, E. Karasik and others as well as meetings with members of the Diversified Committee (1.40); business portion of dinner meeting with E. Karasik, C. Pajak, R. Charles, M. Kvarda, M. Tucker and others, including two members of the First Trust Deed Committee, during which we discuss next steps in light of today's meetings (1.50).	9.80	5,488.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 14

August 24, 2006
Invoice No. 1027700

07/12/06	M. Levinson	Travel from Las Vegas to Sacramento, including meetings with M. Tucker en route to and at the airport concerning yesterday's meetings and numerous issues and follow-up matters, and including a review of documents on the airplane in preparation for next steps (2.50); voicemail message to S. Freeman and email memorandum to S. Freeman and R. Charles re scheduling a call for tomorrow and review S. Freeman email memorandum in response thereto (.10).	2.60	1,456.00
07/13/06	J. Hermann	Participate in conference call with counsel for unsecured creditors committee in order to coordinate response to distribution motion, to discuss substantive consolidation and recharacterization of direct lender claims, to discuss plan of reorganization issues and to discuss other broad themes in the case and possible outcomes.	1.80	1,026.00
07/13/06	M. Levinson	Very long telephone conversation with S. Freeman, R. Charles and J. Hermann re formulating a response to the distribution motion, re plan issues and re other strategic matters (1.80); telephone conversation with E. Karasik re the same and re scheduling a similar call tomorrow with her, and follow-up email memorandum to E. Karasik, S. Freeman and others re such call (.20).	2.00	1,120.00
07/14/06	M. Levinson	Long telephone conversation with S. Freeman, A. Parlen, S. Freeman, R. Charles and J. Hermann re the distribution motion, the promised additional financial data and formulating a coordinated response to the distribution motion (1.00); participate in an exchange of email memoranda with E. Karasik, A. Jarvis and others re the next all-committee conference call with the debtors (.20).	1.20	672.00
07/14/06	J. Hermann	Participate in conference call with First Trust Deed Fund Committee counsel and unsecured creditors committee counsel to discuss coordination of efforts in responding to distribution motion, timing and questions concerning financial information provided and to be provided by Mesirow in connection with the same, and various other related matters.	1.00	570.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 15

August 24, 2006
Invoice No. 1027700

07/15/06	M. Levinson	Email memorandum to all hands re the next weekly meeting and review brief R. Charles email in response.	0.10	56.00
07/16/06	M. Levinson	Review G. Gordon email memorandum re the upcoming call among the debtors and all committees.	0.10	56.00
07/18/06	M. Levinson	Telephone conversation with E. Karasik re yesterday's meeting with Fiesta Development, re the distribution motion and re other matters (.30); long telephone conversation with R. Charles re the same and re the proposed employment of Sierra Pacific as financial advisor to the unsecured creditors committee (.40).	0.70	392.00
07/19/06	M. Levinson	Participate in very long all-hands, all-committees conference call with the debtors re document production, privacy issues, fee application procedures, including allocation of the fees of the debtors' professionals, funding requests and the status of DIP financing and other matters (1.90); telephone conversation with E. Karasik and C. Pajak re the foregoing and re next steps (.50); review R. Charles follow-up email memoranda and attachments re the call and re document production (.20).	2.60	1,456.00
07/21/06	L. Ernce	Attend conference call with debtors, committees and financial advisors re debtors' distribution motion and related matters.	1.00	465.00
07/21/06	M. Levinson	Conference call re the distribution motion and other matters among professionals from the debtors and all four committees (1.00); exchange a series of brief follow-up email memoranda with E. Karasik re discussing next steps later today (.10); long telephone conversation with E. Karasik re a number of topics including the distribution motion, the interim fee procedures motion, the cash management motion and related budget issues, plan of reorganization issues and other matters (.50).	1.60	896.00
07/24/06	M. Levinson	Review pleading appointing four new members to the unsecured creditors committee.	0.10	56.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 16

August 24, 2006
Invoice No. 1027700

07/26/06	M. Levinson	Exchange a series of email memoranda with S. Strong and E. Karasik re scheduling and rescheduling this week's all-hands call (.10); telephone conversation with E. Karasik re a number of topics including her meetings yesterday in Las Vegas with the debtors and Plan Proponent No. 1 re interim compensation procedures, re the distribution motion and the responses thereto and re next steps (.50); long telephone conversation with S. Freeman, R. Charles, M. Tucker, T. Burr and E. Karasik (for part) re plan issues, the distribution motion and many other matters (1.00).	1.60	896.00
07/27/06	M. Levinson	Review A. Jarvis email memorandum with her proposed agenda for the upcoming call and analysis re agenda items (.10); long conference call with professionals for the debtors and for the four committees re the distribution motion, possible plan proposals and other matters (1.40).	1.50	840.00
07/28/06	M. Levinson	Review S. Freeman email memorandum re possible meeting among the professionals of the Diversified Committee and the unsecured creditors committee to discuss Investment Partners, the 10-90 loan, plan issues and other matters, and telephone conversation with S. Freeman re the same.	0.30	168.00
07/31/06	M. Levinson	Long conference call among professionals for the debtors and four committees re plan proposals, the debtors' compliance with the joint discovery request, the Fertitta funding proposal and other matters.	0.60	336.00

B152 – Meetings & Communications with other Committees Total 32.90 18,220.50

Task B153 – Meetings & Communications with the Committee or members of the Committee

07/02/06	M. Levinson	Review and respond to J. McGimsey email memorandum re upcoming conference calls (.10); review and interlineate comments to the next draft of T. Eichar's memorandum re potential liability of committee members (.30).	0.40	224.00
07/03/06	M. Levinson	Review and interlineate today's draft of the memorandum re potential liability of committee members for negligence, and email memorandum to T. Eichar re making the final changes thereto.	0.30	168.00



ORRICK

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 17

August 24, 2006
Invoice No. 1027700

07/05/06	M. Levinson	Review R. Worthen and L. Ernce email memoranda re today's upcoming all-hands conference call, review prior email memoranda re the same and email T. Lawyer and J. McGimsey re the same (.20); review and respond to email memorandum from R. Mason, counsel to Diversified Committee ex officio member, G. Kantor (.10); review L. Ernce email memorandum to R. Worthen summarizing this morning's all-hands call (.10).	0.40	224.00
07/05/06	L. Ernce	Draft email memo to R. Worthen re upcoming committee meeting and review R. Worthen response.	0.10	46.50
07/06/06	M. Levinson	Review L. Ernce email memorandum to members of the Diversified Committee covering T. Eichar's memorandum re the potential liability of committee members (.10); review lengthy C. Harvick email memorandum to members of the Diversified Committee re the investor statements that will be distributed tomorrow (.10).	0.20	112.00
07/06/06	L. Ernce	Draft email memo to Diversified Committee re memorandum discussing committee liability.	0.10	46.50
07/07/06	M. Levinson	Telephone conversation with R. Mason, M. Schmahl and L. Ernce re background, status and strategic matters (.40); telephone conversation with L. Ernce, review L. Ernce email memorandum to the Diversified Committee re status matters and re our upcoming July 10th call and review S. Katz response thereto (.20).	0.60	336.00
07/07/06	L. Ernce	Telephone conference with M. Levinson with R. Mason and M. Schmahl re case status matters (.40); email memo to R. Mason and M. Schmahl re confidentiality agreement for Dr. Kantor to review and sign (.10).	0.50	232.50
07/09/06	M. Levinson	Review and respond to S. Katz email memorandum re next steps (.20); review and respond to a follow-up S. Katz email memorandum after reviewing several other emails, and review another follow-up email from S. Katz (.20).	0.40	224.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 18

August 24, 2006
Invoice No. 1027700

07/10/06	M. Levinson	Exchange email memoranda with M. Schmahl, counsel to G. Kantor, re tomorrow's meeting (.10); email memorandum to members of the Diversified Committee re the call later today and the meeting tomorrow and review brief follow-up email memoranda (.10); attend Diversified Committee conference call (1.00).	1.20	672.00
07/10/06	L. Ernce	Attend Diversified Committee conference call.	1.00	465.00
07/10/06	M. Levinson	Review lengthy S. Katz memorandum providing background re her purchase of Diversified Fund securities.	0.30	168.00
07/12/06	M. Levinson	Review and analyze lengthy G. Kantor email memorandum to R. Mason re yesterday's meetings and re related matters and forward the same to other of the Diversified Committee's professionals.	0.20	112.00
07/13/06	M. Levinson	Exchange a series of email memoranda with M. Tucker re forwarding the July 11th PowerPoint presentation to members of the Diversified Committee (.10); long telephone conversation with S. Katz re the July 11th meetings and the various topics discussed there (.60); draft, revise and finalize lengthy email memorandum to the Diversified Committee re the July 11th meeting, the upcoming July 17th meeting with L. Redman and re next steps (.60); exchange a series of follow-up email memoranda with G. Kantor and S. Katz (.20).	1.50	840.00
07/13/06	L. Ernce	Review M. Levinson email to committee members re status matters and upcoming conference call agenda.	0.10	46.50
07/14/06	M. Levinson	Follow-up email memorandum to the Diversified Committee re the July 18th conference call and review several brief responses thereto.	0.20	112.00
07/15/06	M. Levinson	Review T. Lawyer and S. Katz email memoranda re the upcoming Diversified Committee call and brief emails to L. Ernce re the same.	0.10	56.00
07/16/06	M. Levinson	Email L. Ernce re the upcoming Diversified Committee call and review her email memorandum to R. Worthen re the same.	0.10	56.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 19

August 24, 2006
Invoice No. 1027700

07/16/06	L. Ernce	Review email from M. Levinson re upcoming committee meeting and email to R. Worthen re same.	0.10	46.50
07/17/06	M. Levinson	Exchange a series of email memoranda with L. Ernce re tomorrow's Diversified Committee conference call and review her exchange of emails with various members of the Diversified Committee re the same.	0.20	112.00
07/17/06	L. Ernce	Draft emails to Diversified Committee members re tomorrow's committee meeting and exchange emails with M. Levinson re same.	0.20	93.00
07/18/06	M. Levinson	Telephone conversation with R. Worthen and L. Ernce in preparation for the upcoming Diversified Committee conference call (.30); very long Diversified Committee conference call (1.60).	1.90	1,064.00
07/18/06	L. Ernce	Telephone conference with R. Worthen re status matters in advance of Diversified Committee conference call (.30); conference call with Diversified Committee (1.60).	1.90	883.50
07/20/06	L. Ernce	Review email from G. Kantor (.10); email to Diversified Committee financial advisors re same (.10); review C. Harvick email in response to G. Kantor email (.10).	0.30	139.50
07/20/06	M. Levinson	Review G. Kantor email memorandum re the Diversified Fund investor statements, the lengthy C. Harvick response re the same and send a follow-up email memorandum to C. Harvick and M. Tucker.	0.20	112.00
07/21/06	L. Ernce	Review S. Katz email forwarding communication from investor with questions and email to Diversified financial advisors and legal team re same.	0.10	46.50
07/21/06	L. Ernce	Telephone conference with M. Schmahl re issues related to response to distribution motion and review M. Schmahl email re same issues.	0.20	93.00
07/23/06	M. Levinson	Telephone conversation with L. Ernce re scheduling the next Diversified Committee call.	0.10	56.00
07/24/06	M. Levinson	Review lengthy L. Ernce email memorandum to the Diversified Committee re the upcoming July 26th conference call and re the article on T. Hantges (.10); review S. Katz response and her discussion of other matters (.10).	0.20	112.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 20

August 24, 2006
Invoice No. 1027700

07/24/06	L. Ernce	Review article re T. Hantges and email memorandum to Diversified Committee re same.	0.20	93.00
07/25/06	M. Levinson	Telephone conversation with R. Worthen and L. Ernce re tomorrow's Diversified Committee call, recent developments and next steps, and follow-up conversation with L. Ernce re the same (.20); review lengthy L. Ernce email memorandum to G. Kantor and his counsel re their role on the Diversified Committee (.10); review R. Mason email memorandum with some of his thoughts about responding to the distribution motion (.10).	0.40	224.00
07/25/06	L. Ernce	Attention to logistics for Diversified Committee meeting and related matters.	0.20	93.00
07/25/06	L. Ernce	Telephone conference with M. Levinson and R. Worthen re case status matters and re matters related to ex officio committee member (.20); conference with M. Levinson re next steps (.10); draft email memo to M. Schmahl, R. Mason and G. Kantor re same (.10).	0.40	186.00
07/25/06	L. Ernce	Review news article re investigations into USA Capital by SEC and FBI and email memo to Diversified Committee members re the same.	0.20	93.00
07/26/06	L. Ernce	Attend Diversified Committee conference call.	1.50	697.50
07/26/06	M. Levinson	Participate in Diversified Committee conference call (1.50); email memorandum to the members of the Committee and to its professionals re tonight's draft of the limited opposition (.10).	1.60	896.00
07/27/06	L. Ernce	Draft email memo to Diversified Committee members re status of filing of Diversified pleadings and availability of all on Diversified Committee's website.	0.10	46.50



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 21

August 24, 2006
Invoice No. 1027700

07/27/06	M. Levinson	Exchange email memoranda with J. McGimsey re the distribution motion and the Diversified Committee's response thereto (.10); review L. Ernce email memorandum to the Diversified Committee re the filing of our limited opposition, her email memorandum to the Diversified Committee re the filing of our response to the cash management motion and exchange a series of email memoranda with M. Tucker, J. Hermann and L. Ernce re whether to post certain information on the DTDF website (.20).	0.30	168.00
<i>B153 – Meetings & Communications with the Committee or members of the Committee Total</i>			18.00	9,396.00
<u><i>Task B154 – Meetings & Communications with the Creditors or Equity holders</i></u>				
07/02/06	M. Levinson	Exchange lengthy email memoranda with Diversified Fund investor, P. Stone, re various background and status matters.	0.20	112.00
07/13/06	M. Levinson	Review A. Loraditch email memorandum re an inquiry from a holder of interests in the Diversified Fund and analysis re next steps in light of the same.	0.10	56.00
07/13/06	L. Ernce	Review A. Loraditch email and follow-up emails re posting statement re Diversified Fund loan statements from debtors on Diversified Committee website (.10); review exchange of emails re questions from investors about statements (.20).	0.30	139.50
07/14/06	M. Levinson	Long telephone conversation with R. Sharpe, an investor, Diversified Fund, re status and re next steps.	0.30	168.00
07/17/06	L. Ernce	Review and respond to emails from investors.	0.30	139.50
07/17/06	L. Ernce	Telephone conferences and emails with G. Kruse of BMC Group re issues with operation of Diversified Committee's website, test out website, further communications with G. Kruse.	0.60	279.00
07/18/06	L. Ernce	Telephone call from investor T. Hansen.	0.20	93.00
07/18/06	L. Ernce	Attention to matters related to operation of Diversified Committee's website and exchange emails and telephone calls with G. Kruse at BMC.	0.80	372.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 22

August 24, 2006
Invoice No. 1027700

07/19/06	J. Hermann	Participate in conference call with Diversified Committee professionals regarding response to investor inquiries, substance of questions asked by investors and actions to populate Committee website with answers to frequently asked questions.	0.30	171.00
07/19/06	K. Neureiter	Participate on conference call discussing updating website and responding to creditor inquiries.	0.30	112.50
07/19/06	M. Levinson	Conference with L. Ernce re responding to inquiries from holders of interests in the Diversified Fund and re the Diversified Committee website (.10); telephone conference with M. Tucker, C. Harvick, A. Loraditch, J. Hermann, K. Neureiter and L. Ernce re the same and re preparing a form of Q&A for the Diversified Committee website (.30).	0.40	224.00
07/19/06	L. Ernce	Conference with M. Levinson re status of Diversified Committee's website and re communications with investors (.10); telephone conference with Diversified professionals re same and preparing "frequently asked questions" form for investors to be posted on website (.30).	0.40	186.00
07/19/06	L. Ernce	Review and respond to emails from investors re status of cases.	0.30	139.50
07/19/06	L. Ernce	Attention to dealing with technical matters related to operation of Diversified Committee's website (.50); begin updating and modifying website (.70).	1.20	558.00
07/20/06	L. Ernce	Review and exchange emails with investors Bohall and Miller (.30); work on updating and revising Diversified Committee's website and dealing with technical issues (1.30).	1.60	744.00
07/20/06	M. Levinson	Review L. Ernce email memoranda responding to emails sent by a number of different investors in the Diversified Fund.	0.10	56.00
07/21/06	L. Ernce	Work on updating Diversified Committee's website to include monthly operating reports, calendars and other key information.	1.40	651.00
07/24/06	L. Ernce	Attention to matters related to Diversified Committee website and updating same; emails and telephone conferences with various investors re case status.	1.20	558.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 23

August 24, 2006
Invoice No. 1027700

07/25/06	L. Ernce	Attention to updating and modifying website for Diversified Fund investors (.60); email memo to G. Kruse at BMC Group re structural changes needed (.10).	0.70	325.50
07/25/06	L. Ernce	Emails and telephone conferences with various Diversified Fund investors.	0.40	186.00
07/26/06	L. Ernce	Attention to updating Diversified Committee website.	0.40	186.00
07/27/06	M. Levinson	Review a number of L. Ernce email memoranda to Diversified Fund investors who contacted her through the website (.20); telephone conversation with Diversified Fund investor, P. Stone, re the distribution motion and other matters (.20); conference with L. Ernce re the lack of a link to the Diversified Fund website on the debtors' website, review L. Ernce email memorandum to E. Monson re the same and review response from E. Monson (.20).	0.20	112.00
07/27/06	L. Ernce	Review J. Hermann email re USA Capital website does not have link to Diversified Committee's website and review site (.10); email to E. Monson re same and re corrections to be made to Diversified Committee contact information on debtors' site (.20); exchange emails with M. Olson at USA Capital re same and getting link operational (.10); email to J. Hermann and M. Levinson re link has been created (.10).	0.50	232.50
07/27/06	L. Ernce	Attention to management of Diversified Committee website including updating to include all pleadings re cash management and distribution motion.	1.00	465.00
07/27/06	L. Ernce	Review email from investor Miller with questions about debtors' revised loan list (.10); telephone conference with J. Hermann re same (.10); review J. Hermann email re same (.10); draft email memo to investor Miller responding to her questions (.10).	0.40	186.00
07/28/06	J. Hermann	Review and revise draft of communication with Diversified Fund investors regarding distribution motion and Diversified Committee's limited opposition to the same to be posted on Committee website.	0.50	285.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 24

August 24, 2006
Invoice No. 1027700

07/28/06	J. Hermann	Telephone conference with L. Ernce regarding frequently asked questions to be published to website, concerns about characterizations made therein, litigation privilege and related matters and review and analysis of frequently asked questions in connection with the same.	0.30	171.00
07/28/06	M. Levinson	Review and revise the draft Frequently Asked Questions regarding the distribution motion for the Diversified Committee website (.30); exchange email memoranda with D. Schaal, the representative of an investor in the Diversified Fund (.10); review a number of email memoranda from investors received on the Diversified Committee website (.10); review a series of L. Ernce and M. Tucker email memoranda re whether the Diversified Fund loan statements as of June 30th ought to be posted on the Diversified Committee website (.10).	0.60	336.00
07/28/06	L. Ernce	Draft and revise "frequently asked questions" for investors re same (1.50); exchange emails with Diversified professionals re same (.10); telephone conferences with J. Hermann and M. Levinson re same (.30); revise and finalize frequently asked questions sheet (.20).	2.10	976.50
07/28/06	L. Ernce	Revise and update Diversified Committee website to include additional pleadings on distribution motion, cash motion and frequently asked questions information sheet (.50); email memos to members of Diversified Committee and a number of individual investors re status of website, information now available and providing frequently asked questions information sheet (.40); review email memo from investor McKnight and telephone conference with M. Levinson re responding to same (.10.)	1.00	465.00
07/28/06	K. Neureiter	Review updates to Official Committee website.	0.20	75.00
07/28/06	K. Neureiter	Review summary of frequently asked questions draft by L. Ernce and draft comments.	0.30	112.50
07/28/06	K. Neureiter	Confer with L. Ernce regarding minor comments to summary.	0.10	37.50



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 25

August 24, 2006
Invoice No. 1027700

07/30/06	M. Levinson	Review a chain of email memoranda between L. Ernce and a Diversified Fund investor, and draft a lengthy response to his last email memorandum.	0.30	168.00
07/31/06	M. Levinson	Review a series of M. Tucker, A. Loraditch, L. Ernce and K. Neureiter email memoranda re updating the Diversified Committee website.	0.10	56.00

<i>B154 – Meetings & Communications with the Creditors or Equity holders</i>	<i>19.10</i>	<i>9,134.50</i>
<i>Total</i>		

Task B160 – Fee/Employment Applications

07/14/06	M. Levinson	Review R. Charles email memorandum re the proposed employment of Sierra Consulting as financial advisor to the unsecured creditors committee and exchange follow-up email memoranda with M. Tucker re the same.	0.20	112.00
07/18/06	M. Levinson	Review the draft stipulation re scheduling of the hearing on the Ray Quinney, Mesirow and Schwartz & McPherson continued employment applications and email A. Loraditch re the same (.10); email memorandum to all hands re a suggested change thereto and review numerous follow-up email memoranda from various counsel (.20); email memorandum to A. Jarvis re the Diversified Committee's agreement to not oppose continued employment for 60 days (.10).	0.40	224.00
07/19/06	M. Levinson	Review L. Ernce, E. Karasik, A. Parlen and other email memorandum to other committee counsel re the continued employment of the debtors' professionals.	0.10	56.00
07/19/06	L. Ernce	Email to M. Levinson re status of Orrick's pro hac vice applications.	0.10	46.50
07/19/06	L. Ernce	Review draft joint response re continued employment of debtors' professionals; email memo to First Trust Deed Fund Committee counsel re my comments and suggestions re same.	0.30	139.50
07/20/06	K. Neureiter	Review and respond to M. Levinson's email re fee applications.	0.10	37.50



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 26

August 24, 2006
Invoice No. 1027700

07/20/06	M. Levinson	Email memorandum to S. Strong re the first interim fee applications and interim fee submissions (.10); voicemail message to E. Karasik re the both the employment applications and the fee applications (.10); review S. Strong email memorandum to all hands re the fee submission deadlines and forward the same to the Diversified professionals (.10).	0.30	168.00
07/20/06	L. Ernce	Review M. Levinson email to K. Neureiter re preparing Orrick fee submissions and related matters and review S. Strong email confirming dates for submissions.	0.10	46.50
07/21/06	L. Ernce	Conference with M. Levinson re Orrick fee applications, logistics and related matters and review emails re same.	0.20	93.00
07/21/06	K. Neureiter	Conference with R. Barainca re procedure going forward for drafting fee applications.	0.20	75.00
07/21/06	K. Neureiter	Two different calls with M. Levinson re fee application procedures.	0.30	112.50
07/21/06	K. Neureiter	Discuss fee applications procedures with J. Hermann.	0.20	75.00
07/21/06	M. Levinson	Telephone conversation with K. Neureiter re preparing the first interim fee submission and the first interim fee application (.20); follow-up telephone conversation with K. Neureiter (.10).	0.30	168.00
07/21/06	J. Hermann	Telephone conference with K. Neureiter regarding interim fee application procedures.	0.20	114.00
07/24/06	M. Levinson	Telephone conversation with R. Charles re the position of the unsecured creditors committee on the continued employment of the debtors' professionals and on the U.S. Trustee's opposition pleadings (.20); conference with L. Ernce re the same (.10); review the supplemental J. McPherson declaration, the Schwartz & McPherson reply brief and the supplemental T. Allison declaration (.20); telephone conversation with A. Loraditch and J. Hermann re my conversation with R. Charles, re the supplemental pleadings and re other matters relating to tomorrow's hearing (.20); telephone conversation with E. Karasik and A. Loraditch re the same (.30).	1.00	560.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 27

August 24, 2006
Invoice No. 1027700

07/24/06	L. Ernce	Review prior draft version of joint response to interim fee procedures motion (.10); telephone conference with A. Parlen and C. Pajak re same (.10); conference with M. Levinson re next steps in drafting joint response and modified arguments (.10).	0.30	139.50
07/24/06	J. Hermann	Telephone conference with A. Loraditch and M. Levinson regarding issues in connection with continued employment application of Debtors' professionals and other matters set for hearing.	0.20	114.00
07/24/06	J. Hermann	Telephone conference with M. Levinson regarding matters on calendar for tomorrow, continued employment application of debtors' counsel, conflicts of interest related to the same and other related matters.	0.30	171.00
07/24/06	J. Hermann	Review and analyze pleadings bearing upon motion for continued employment of debtors' professionals.	0.50	285.00
07/25/06	M. Levinson	Review the lengthy L. Ernce email memorandum re this morning's hearing on the continued employment of the debtors' two law firms and Mesirov (.20); telephone conversation with J. Hermann re the hearing during the recess after the employment hearing (.10).	0.30	168.00
07/25/06	L. Ernce	Telephone conferences with M. Levinson and A. Loraditch re fee application procedure and practice in Nevada (.20); review emails re same (.10); follow-up telephone conference with M. Levinson re same (.10).	0.40	186.00
07/25/06	L. Ernce	Review signed orders Orrick pro hac vice applications and local counsel designations; emails with A. Loraditch and M. Levinson re same.	0.10	46.50
07/25/06	L. Ernce	Draft and revise joint response to debtors' interim fee procedures motion (.70); conference with M. Levinson re same (.10); email to First Trust Deed Fund's counsel re same (.10).	0.90	418.50
07/25/06	R. Barainca	Confer with K. Neureiter regarding fee application preparation.	0.20	28.00
07/25/06	R. Barainca	Review and edit June pre-bills.	0.60	84.00
07/25/06	J. Hermann	Meeting with various counsel prior to hearing on various matters, including continued employment of debtors' professionals.	0.40	228.00



O R R I C K

Official Committee of Equity Security Holders of USA Capital Diversified
Trust Deed Fund, LLC - 17908
page 28

August 24, 2006
Invoice No. 1027700

07/25/06	J. Hermann	Participate in hearings on various motions, including case status update, continued employment of debtors' professionals, form of order, etc.	1.20	684.00
07/26/06	L. Ernce	Review interim fee procedures motion re ambiguity in proposed procedure (.10); revise draft joint response to address First Trust Deed Committee's concerns and ambiguity in proposed procedure (.30); draft email to E. Karasik, A. Parlen and C. Pajak re same (.10); review exchange of emails with E. Karasik re same (.10).	0.60	279.00
07/26/06	M. Levinson	Conference with L. Ernce re the status of the two-committee response to the interim fee procedures motion, re her discussion with A. Parlen re the same and re next steps (.10); review and participate in a series of follow-up email memoranda with E. Karasik re the same (.10).	0.20	112.00
07/26/06	R. Barainca	Review and edit June pre-bills.	4.90	686.00
07/27/06	L. Ernce	Review emails with comments to latest draft of joint response to interim fee procedures motion; revise same and recirculate to M. Levinson and First Trust Deed Fund Committee's counsel.	0.20	93.00
07/27/06	R. Barainca	Review and edit June pre-bills.	1.40	196.00
07/28/06	M. Levinson	Review the draft joint response to the interim fee procedures motion and telephone conversation with L. Ernce re my comments to the same (.20); review a series of numerous C. Pajak, E. Karasik and L. Ernce email memoranda re finalizing and filing the same, and review the filed version (.20).	0.40	224.00
07/28/06	K. Neureiter	Confer with R. Barainca several times regarding status of pre-bill amendments and getting edits to M. Levinson	0.30	112.50
07/31/06	K. Neureiter	Confer with M. Levinson regarding next assignments for fee apps.	0.10	37.50
07/31/06	R. Barainca	Review and edit June pre-bills.	2.20	308.00
<i>B160 – Fee/Employment Applications Total</i>			<i>19.70</i>	<i>6,628.00</i>